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Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended)

A compound of formula I:

$$R^{17}$$
 R^{16}
 R^{15}
 R^{15}
 R^{17}
 R^{18}
 R^{1}
 R^{1}

I

wherein:

A, B, X, and D are defined as follows:

A is independently selected from the group consisting of $-CR^8R^8$, -CO, NR^8 and -O, $-CR^8R^8$.

where R^{8} is independently selected from hydrogen, $C_{1\text{--}6}alkyl,\,C_{0\text{--}4}alkylCOR^{11}$ and

where R^{11} is selected from the group consisting of hydroxy, hydrogen, C_{1-6} alkyl, -O- C_{1-6} alkyl, benzyl, phenyl and C_{3-6} cycloalkyl, where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3} alkyl, C_{1-3} alkoxy, -CO₂H, -CO₂- C_{1-6} alkyl and trifluoromethyl;

B is selected from the group consisting of CR^2R^2 , O, SO_2 , NSO_2R^{14} , $NCOR^{13}$, $NCONR^{12}R^{12}$ and CO, O:

where R² is independently selected from the group consisting of hydrogen, C₁₋₆alkyl, fluoro, hydroxy, heterocycle, -NHCOR¹³, -NHSO₂R¹⁴, and -O-C₁₋₆alkyl,

X is carbon;

D is carbon;

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where R^{12} is selected from the group consisting of hydrogen, $C_{1\text{-}6}$ alkyl, benzyl and phenyl, and $C_{3\text{-}6}$ cycloalkyl

where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3} alkyl, C_{1-3} alkoxy, $-CO_2H$, $-CO_2-C_{1-6}$ alkyl, and trifluoromethyl,

where R^{13} is selected from the group consisting of hydrogen, C_{1-6} alkyl, -O- C_{1-6} alkyl, benzyl, phenyl and C_{3-6} cycloalkyl where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3} alkyl, C_{1-3} alkoxy, -CO₂H, -CO₂- C_{1-6} alkyl and trifluoromethyl,

where R^{14} is selected from the group consisting of hydroxy, C_{1-6} alkyl, -O- C_{1-6} alkyl, benzyl, phenyl and C_{3-6} cycloalkyl where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3} alkyl, C_{1-3} alkoxy, -CO₂H, -CO₂- C_{1-6} alkyl and trifluoromethyl, and

where said heterocycle is unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR¹¹, C₁₋₃alkyl, C₁₋₃alkoxy and trifluoromethyl;

X is carbon or nitrogen;

D is carbon, or when one of B, X and D is not CR²R², carbon, and carbon, respectively, D is a carbon or nitrogen;

provided that Λ , B, X, and D cannot be simultaneously CR^8R^8 , CR^2R^2 , CR^4 , and CR^3 , respectively, and that D can only be nitrogen when at least one of Λ , B, or X is not CR^8R^8 , CR^2R^2 , or CR^4 , respectively, where R^8 , R^2 , R^4 , and R^3 are defined below;

Y is selected from the group consisting of -O-, -NR 12 -, -S-, -SO-, -SO₂-, and -CR 11 R 11 -, -NSO₂R 14 -, -NCOR 13 -, -NCONR 12 R 12 -, -CR 11 COR 11 -, -CR 11 OCOR 13 - and -CO-;

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 R^1 is selected from the group consisting of hydrogen, -C₁₋₆alkyl, -C₀₋₆alkyl-O-C₁₋₆alkyl, -C₀₋₆alkyl-S-C₁₋₆alkyl, -(C₀₋₆alkyl)-(C₀₋₆alkyl)-(C₀₋₆alkyl), hydroxy, heterocycle, -CN, -NR¹²R¹², -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -COR¹¹, -CONR¹²R¹², and phenyl,

where said alkyl and said cycloalkyl are unsubstituted or substituted with 1-7 substituents where said substituents are independently selected from the group consisting of:

- (a) halo,
- (b) hydroxy,
- (c) $-O-C_{1-3}$ alkyl,
- (d) trifluoromethyl,
- (f) C_{1-3} alkyl,
- (g) $-O-C_{1-3}$ alkyl,
- (h) -COR¹¹,
- (i) $-SO_2R^{14}$,
- (j) -NHCOCH₃,
- (k) -NHSO₂CH₃,
- (l) -heterocycle,
- (m) = 0, and
- (n) -CN, and

where said phenyl and heterocycle are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR¹¹, C₁₋₃alkyl, C₁₋₃alkoxy and trifluoromethyl;

and where heterocyle is selected from the group consisting of benzoimidazolyl, benzofuranyl, benzofurazanyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthpyridinyl, oxadiazolyl, oxazolyl, oxetanyl, pyranyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridazinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, tetrahydropyranyl, tetrazolyl, tetrazolopyridyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzoimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl,

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dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrimidinyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothiazolyl, dihydrothiazolyl, dihydrothiazolyl, dihydrothiazolyl, dihydrothiazolyl, dihydrothiazolyl, dihydrothiazolyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl, and N-oxides thereof;

R³ is selected from the group consisting of:

- (a) hydrogen,
- (b) C_{1-3} alkyl, optionally substituted with 1-3 fluoro,
- (c) -O-C₁₋₃alkyl, optionally substituted with 1-3 fluoro,
- (d) hydroxy,
- (e) chloro,
- (f) fluoro,
- (g) bromo,
- (h) phenyl, and
- (i) heterocycle and heterocycle;
- (j) nothing, O, or hydrogen, when the Z bonded to R³-is nitrogen);

R⁴ is selected from the group consisting of:

- (a) hydrogen,
- (b) C_{1-3} alkyl, optionally substituted with 1-3 fluoro,
- (c) -O-C₁₋₃alkyl, optionally substituted with 1-3 fluoro,
- (d) hydroxy,
- (e) chloro,
- (f) fluoro,
- (g) bromo,
- (h) phenyl, and
- (i) heterocycle, and heterocycle;
- (i) nothing, O, or hydrogen, when the Z bonded to R⁴ is nitrogen;

R⁵ is selected from the group consisting of:

(a) C₁₋₆alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro and optionally substituted with hydroxyl,

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- (b) -O-C₁₋₆alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
- (c) -CO-C₁₋₆alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
- (d) -S-C₁₋₆alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
- -pyridyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo, trifluoromethyl, C₁₋₄alkyl, and COR¹¹,
- (f) fluoro,
- (g) chloro,
- (h) bromo,
- (i) -C₄₋₆cycloalkyl,
- (j) -O-C₄₋₆cycloalkyl,
- (k) phenyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo, trifluoromethyl, C₁₋₄alkyl, and COR¹¹,
- O-phenyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo, trifluoromethyl, C₁₋₄alkyl, and COR¹¹,
- (m) -C₃₋₆cycloalkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
- (n) -O-C₃₋₆cycloalkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
- (o) -heterocycle,
- (p) -CN and
- (q) -COR¹¹;

R¹⁵ is selected from the group consisting of:

- (a) hydrogen and
- (b) C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -CO₂H, -CO₂C₁₋₆alkyl, and -O-C₁₋₃alkyl;

R¹⁶ is selected from the group consisting of:

- (a) hydrogen,
- (b) C_{1-6} alkyl, where alkyl is unsubstituted or substituted with 1-6 substituents where the substituents are chosen from the group: fluoro, C_{1-3} alkoxy, hydroxy, and -COR¹¹,
- (c) fluoro,

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(d) -O-C₁₋₃alkyl, where alkyl is unsubstituted or substituted with 1-3 fluoro, and

- (e) C₃₋₆ cycloalkyl,
- (f) -O-C₃₋₆cycloalkyl,
- (g) hydroxy,
- (h) -COR¹¹ and
- (i) -OCOR¹³,

or R^{15} and R^{16} may be joined together via a $C_{2.4}$ alkyl or a $C_{0.2}$ alkyl-O- $C_{1.3}$ alkyl chain to form a 5-7 membered ring:

R¹⁷ is selected from the group consisting of:

- (a) hydrogen,
- (b) C₁₋₆alkyl, where alkyl may be unsubstituted or substituted with 1-6 substituents where said substituents are chosen from the group: fluoro, C₁₋₃alkoxy, hydroxy, and -COR¹¹,
- (c) COR^{11} ,
- (d) hydroxy, and
- (e) -O-C₁₋₆alkyl, where alkyl may be unsubstituted or substituted with 1-6 substituents where said substituents are chosen from the group: group consisting of fluoro, C₁₋₃alkoxy, hydroxy, and -COR¹¹,

or R^{16} and R^{17} are joined together by a C_{1-4} alkyl chain or a C_{0-3} alkyl-O- C_{0-3} alkyl chain to form a 3-6 membered ring;

R^{18} is selected from the group consisting of:

- (a) hydrogen, and
- (b) C_{1-6} alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
- (c) fluoro,
- (d) -O-C₃₋₆cycloalkyl, and
- (e) -O-C₁₋₃alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,

or R¹⁶ and R¹⁸ are joined together by a C₂₋₃alkyl chain to form a 5-6 membered ring, where said alkyl are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR¹¹, C₁₋₃alkyl, and C₁₋₃alkoxy,

or R¹⁶ and R¹⁸ are joined together by a C₁₋₂alkyl-O-C₁₋₂alkyl chain to form a 6-8 membered ring, where said alkyl are unsubstituted or substituted with 1-3

substituents where said substituents are independently selected from the group consisting of halo, hydroxy, $-COR^{11}$, C_{1-3} alkyl, and C_{1-3} alkoxy,

or R^{16} and R^{18} are joined together by a -O-C₁₋₂alkyl-O- chain to form a 6-7 membered ring, where said alkyl are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR¹¹, C₁₋₃alkyl, and C₁₋₃alkoxy;

n is selected from 0, 1 and 2; the dashed line represents a single or a double bond; and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

2. (original) A compound of Claim 1 of formula Ia:

Ia

wherein R¹, R³, R⁵, R¹⁵, R¹⁶, R¹⁸, A, B, D, X, and Y are defined in Claim 1, and pharmaceutically acceptable salts and individual diastereomers thereof.

3. (original) A compound of Claim 1 of formula Ib:

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wherein R¹, R³, R⁵, R¹⁶, A, B, D, and X are defined in Claim 1, and pharmaceutically acceptable salts and individual diastereomers thereof.

4. (original) A compound of Claim 1 of formula Ic:

$$R^{16}$$
 R^{16}
 R^{16}
 R^{16}
 R^{16}
 R^{16}
 R^{16}
 R^{16}

Ic

wherein R¹, R³, R⁵ and R¹⁶ are defined in Claim 1, and pharmaceutically acceptable salts and individual diastereomers thereof.

Claims 5-9 (canceled)

10. (original) A compound of Claim 1 wherein Y is selected from the group consisting of: -O-, $-CH_2$ -, -S-, -SO-, and $-SO_2$ -.

- 11. (original) A compound of Claim 1 whererin \mathbb{R}^1 is selected from the group consisting of
 - (1) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 substituents where said substituents are independently selected from the group consisting of:
 - (a) halo,
 - (b) hydroxy,
 - (c) -O-C₁₋₃alkyl,
 - (d) trifluoromethyl and
 - (e) $-COR^{11}$,
 - (2) -C₀₋₆alkyl-O-C₁₋₆alkyl-, which is unsubstituted or substituted with 1-6 substituents where said substituents are independently selected from the group consisting of
 - (a) halo,
 - (b) trifluoromethyl and

- (c) $-COR^{11}$,
- (3) -(C₃₋₅cycloalkyl)-(C₀₋₆alkyl), which is unsubstituted or substituted with 1-7 substituents where said substituents are independently selected from the group consisting of
 - (a) halo,
 - (b) hydroxy,
 - (c) $-O-C_{1-3}$ alkyl,
 - (d) trifluoromethyl and
 - (e) -COR¹¹, and -
- (4) phenyl or heterocycle which is unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of
 - (a) halo,
 - (b) hydroxy,
 - (c) $-O-C_{1-3}$ alkyl,
 - (d) trifluoromethyl, and
 - (e) $-COR^{11}$.
- 12. (original) A compound of Claim 11 wherein R¹ is C₁₋₆alkyl which is unsubstituted or substituted with 1-5 substituents where said substituents are independently selected from the group consisting of:
 - (a) hydroxy, and
 - (b) fluoro.
- 13. (original) A compound of Claim 12 wherein R¹ is selected from the group consisting of:
 - (a) isopropyl,
 - (b) $-CH(OH)CH_3$, and
 - (c) $-CH_2CF_3$.

Claims 14-16 (canceled)

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17. (currently amended) A compound of Claim 1 wherein D is carbon and R³ is selected from:

- (a) hydrogen
- (b) halo
- (c) hydroxy
- (d) C₁₋₃alkyl, where said alkyl is unsubstituted or substituted with 1-6 substituents independently selected from the group consisting of fluoro, and hydroxy,
- (e) $-COR^{11}$,
- (f) $-CONR^{12}R^{12}$,
- (g) -heterocycle,
- (h) $-NR^{12}-SO_2-NR^{12}R^{12}$,
- (i) $-NR^{12}-SO_2-R^{14}$
- (j) $-SO_2-NR^{12}R^{12}$,
- (k) -nitro and
- (1) $-NR^{12}R^{12}$.

18. (currently amended) A compound of Claim <u>17 16</u> wherein D is earbon and R³ is selected from the group consisting of:

- (a) fluoro,
- (b) trifluoromethyl and
- (c) hydrogen.

19. (currently amended) A compound of Claim 18 wherein D is earbon and R³

is

- (a) fluoro or
- (b) hydrogen.

20-21 (canceled)

22. (currently amended) A compound of Claim $\underline{1}$ 20 wherein \underline{X} is carbon and R^4 is selected from the group consisting of:

- (a) hydrogen,
- (b) trifluoromethyl and

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- (c) halo.
- A compound of Claim 22 wherein X is carbon and R⁴ 23. (currently amended) is hydrogen.
- 24. (original) A compound of Claim 1 wherein R⁵ is selected from the group consisting of
 - (a) C₁₋₃alkyl substituted with 1-6 fluoro,
 - chloro, (b)
 - bromo, (c)
 - -O-phenyl, which is unsubstituted or substituted with one or more (d) substituents selected from the group consisting of: halo and trifluoromethyl,
 - (e) phenyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo and trifluoromethyl, and
 - -O-C₁₋₃alkyl substituted with 1-6 fluoro. (f)
- 25. (original) A compound of Claim 24 wherein R⁵ is selected from the group consisting of:
 - trifluoromethyl, (a)
 - (b) trifluoromethoxy,
 - (c) bromo, and
 - (d) chloro.
- 26. (original) A compound of Claim 25 wherein R⁵ is selected from trifluoromethyl and trifluoromethoxy.
 - 27. (original) A compound of Claim 1 wherein R¹⁵ is hydrogen or methyl.
- 28. (original) A compound of Claim 1 wherein R¹⁶ is selected from the group consisting of:
 - (a) hydrogen,
 - C₁₋₃alkyl, which is unsubstituted or substituted with 1-6 fluoro, (b)
 - -O-C₁₋₃alkyl, (c)
 - (d) fluoro, and
 - (e) hydroxy.

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29. (original) A compound of Claim 28 wherein R^{16} is selected from the group consisting of:

- (a) hydrogen,
- (b) trifluoromethyl,
- (c) methyl,
- (d) methoxy,
- (e) ethoxy,
- (f) ethyl,
- (g) fluoro, and
- (h) hydroxy.

30. (original) A compound of Claim 29 wherein R¹⁶ is selected from the group consisting of:

- (a) hydrogen,
- (b) methyl, and
- (c) methoxy.

31. (original) A compound of Claim 1 wherein R^{18} is selected from the group consisting of:

- (a) hydrogen,
- (b) methyl, and
- (c) methoxy.

32. (currently amended) One or more compounds of Claim 1 selected from the group consisting of:

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$$\begin{array}{c|c}
H & O \\
N & O \\
O &$$

and

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33. (original) A compound of Claim 1 wherein R¹⁶ and R¹⁸ are joined together by a -CH₂CH₂- chain or a -CH₂CH₂- chain to form a cyclopentyl ring or a cyclohexyl ring.

- 34. (original) A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.
- 35. (currently amended) A method for modulation of chemokine receptor <u>CCR-2</u> activity in a mammal <u>in vitro</u> which comprises the administration of an effective amount of the compound of Claim 1.
- 36. (currently amended) A method for treating, ameliorating, controlling or reducing the risk of an inflammatory and immunoregulatory disorder or disease treating atherosclerosis which comprises the administration to a patient of an effective amount of the compound of Claim 1.
- 37. (original) A method for treating, ameliorating, controlling or reducing the risk of rheumatoid arthritis which comprises the administration to a patient of an effective amount of the compound of Claim 1.